

ARTICLES OF INCORPORATION

OF

VILLA DEL SOL, INC.

We, the undersigned, acknowledge and file in the office of the Secretary of State of the State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I.

The name of this corporation shall be VILLA DEL SOL, INC., a condominium, and the principal office shall be in St. Lucie County, Florida.

ARTICLE II.

The purposes for which this corporation is formed are as follows:

- A. To form an "association" as defined in the "Condominium Act" of the Statutes of the State of Florida, and in conjunction therewith to establish and collect assessments from the unit owners and members for the purpose of operating, maintaining, repairing, improving and administering the condominium property, and to perform the acts and duties desirable for apartment house management for the units and common elements.
- B. To carry out the duties and obligations and receive the benefits given the association by the "Declaration of Restrictions, Reservations, Covenants, Conditions and Easements" of VILLA DEL SOL, INC., a condominium.
- C. To establish by-laws for the operation of the condominium property providing for the form of administration and rules and regulations for governing the association.

To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit and be sued, and those provided by the "Condominium Act". No part of the income of this corporation shall be distributed to the members, directors and officers of the corporation.

ARTICLE III.

Section 1. All unit owners of a condominium parcel shall automatically be members, and their membership shall automatically terminate when they are no longer owners of a unit.

Section 2. There shall not be more than one (1) voting member for each unit in the condominium and said member shall be entitled to one (1) vote for each unit which he owns at a meeting of the association. A corporation or any individual with an interest in more than one (1) unit may be designated the voting member for each unit in which he owns an interest.

ARTICLE IV.

This corporation shall have perpetual existence.

ARTICLE V.

The names and residences of the subscribers are as follows:

follows:

Name

Address

E. Snow Martin, Jr.

910 Arcade Building
129 South Kentucky Avenue
Lakeland, Florida 33801

J. H. Jones

910 Arcade Building
129 South Kentucky Avenue
Lakeland, Florida 33801

Michael D. Martin

910 Arcade Building
129 South Kentucky Avenue
Lakeland, Florida 33801

ARTICLE VI.

Section 1. The affairs and property of this corporation shall be managed and governed by a board of directors, composed of not less than three (3), not more than seven (7) individuals, unless the number be changed by by-law or changed by the directors.

Section 2. The original directors set forth in these Articles of Incorporation shall serve until the 15th day of January, 1970, unless prior to that time they voluntarily resign in favor of electing new directors. On the 15th day of January, 1970, a meeting of the membership of the corporation is to be held for the purpose of electing new directors. Directors thereafter shall be elected to serve for a term of one year, and shall be elected by the voting members in accordance with the by-laws at the regular annual meeting of the corporation to be held at 2:00 o'clock P. M. on the 15th day of January, of each year thereafter or such other time as may be determined in the manner prescribed in the by-laws. In the event of a vacancy during the term of the original directors, the remaining directors may appoint an additional director to serve the balance of the term. Vacancies occurring after expiration of the terms of the original directors shall be filled in accordance with the terms of the by-laws.

Section 3. All officers shall be elected by the Board of Directors in accordance with the by-laws at the regular annual meeting of the Board of Directors. The Board of Directors shall elect from among the members a president, vice president, secretary, treasurer and such other officers as they shall deem desirable, consistent with the corporate by-laws.

ARTICLE VII.

The names of the officers who shall serve until the first election are as follows:

<u>Name</u>	<u>Title</u>
E. Snow Martin, Jr.	President - Treasurer
Robinson Callen	Vice President
J. H. Jones	Secretary

ARTICLE VIII.

The following persons shall constitute the first Board of Directors, and shall serve until the first election of the Board of Directors at the first regular annual meeting of the members:

<u>Name</u>	<u>Address</u>
E. Snow Martin, Jr.	910 Arcade Building 129 South Kentucky Avenue Lakeland, Florida 33801
Robinson Callen	910 Arcade Building 129 South Kentucky Avenue Lakeland, Florida 33801
J. H. Jones	910 Arcade Building 129 South Kentucky Avenue Lakeland, Florida 33801

ARTICLE IX.

The by-laws of this corporation may be altered, amended, or rescinded at any duly called meeting of the members, provided that the notice of meeting contains a full statement of the proposed amendment, a quorum is in attendance, and there be an affirmative vote of 3/4ths of the qualified voting members of the corporation.

ARTICLE X.

Section 1. Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by any of the voting members. Such proposals shall set forth the proposed alteration, amendment, or rescission, shall be in writing filed by the members, and delivered to the President not less than twenty (20) days prior to the membership meeting at which such proposal is voted upon. The Secretary will give to each voting member notice setting out the proposed alteration, amendment, or rescission and the time of the meeting at which such proposal will be voted upon, and such notice shall be given not less than fifteen (15) days prior to the date set for such meeting, and it shall be given in the manner provided in the by-laws. An affirmative vote of eighty-percent (80%) of the qualified voting members of the corporation is required for the requested alteration, amendment, or rescission.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment, or rescission of these Articles either before, at, or after a membership meeting at which a vote is taken to amend, alter, or rescind these Articles in whole or in part.

IN WITNESS WHEREOF, we hereunto set our hands and seals at Lakeland, Polk County, Florida, this 19th day of February, 1969.

Signed, Sealed and Delivered in the presence of:

Albert J. ...

E. Snow Martin, Jr. (SEAL)
E. SNOW MARTIN, JR.

Nary Cecilia Martin

J. H. Jones (SEAL)
J. H. JONES

Michael D. Martin (SEAL)
MICHAEL D. MARTIN

ON THIS DAY personally appeared before me, the undersigned officer, duly authorized to take acknowledgments, E. SNOW MARTIN, JR., J. H. JONES, and MICHAEL D. MARTIN, to me well known and know to me to be the subscribers described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Lakeland, Polk County, State of Florida, this 19th day of February, 1969

Ray Leslie Martin

NOTARY PUBLIC
State of Florida at Large
My commission expires: Dec. 15,

1970

EXHIBIT "F"

ASSIGNMENT OF SUBLEASE

and

ASSUMPTION AGREEMENT

KNOW ALL MEN BY THESE PRESENTS, that _____

of _____
for and in consideration of the sum of Ten Dollars (\$10.00), the receipt of which is hereby acknowledged, and other valuable considerations, hereby assign, transfer and set over unto _____

of _____
all right, title and interest which we have in that certain Sublease executed the day of _____, 19____, by and between _____ and VILLA DEL SOL, INC., said Sublease having been recorded in Official Record Book _____, Page _____ of the public records of St. Lucie County, Florida, to have and to hold the same to the said _____ and their successors, assigns, personal representatives and heirs from the date hereof, for and during the remainder of the term thereof subject to the rents, covenants, conditions and provisions therein mentioned.

We warrant that all payments due to VILLA DEL SOL, INC., under the terms of this Sublease have been paid in full to the _____ day of _____, 19____.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this _____ day of _____, 19____.

Signed, sealed and delivered in the presence of: _____

(SEAL)

(SEAL)

ASSUMPTION OF SUBLEASE

in consideration of the above assignment and written consent of the Sublessor thereto, hereby accept the same, and assume and agree to make all the payments and perform all of the agreements and conditions of said Sublease by the Sublessee to be performed, this _____ day of _____, 19____.

Signed, sealed and delivered in the presence of: _____

(SEAL)

(SEAL)

CONSENT TO ASSIGNMENT

VILLA DEL SOL, INC., a Florida corporation not for profit, the Sublessor of the property described in the Sublease mentioned in the above assignment, hereby consents to said assignment.

EXHIBIT "G"

The Lease payments have been paid to the _____ day of _____, 19____, and the next payment in the amount of _____ Dollars (\$ _____) is due on that date.

The Corporation hereby accepts the above named Assignees as Sublessees this _____ day of _____, 19____, and hereby releases from all further obligations and liabilities to VILLA DEL SOL, INC., under the terms of the assigned Sublease.

(Corporate Seal)

VILLA DEL SOL, INC.

Signed, sealed and delivered in the presence of:

By _____

STATE OF _____

COUNTY OF _____

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared _____, and _____, to me known to be the persons described in and who executed the foregoing Assignment of Sublease and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, 19____.

My Commission Expires:

Notary Public

STATE OF _____

COUNTY OF _____

I HEREBY CERTIFY that on this day before me, an officer, duly qualified to take acknowledgments, personally appeared _____, and _____, to me known to be the persons described in and who executed the foregoing Assumption of Sublease and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, 19____.

My Commission Expires:

Notary Public

STATE OF FLORIDA)

COUNTY OF ST. LUCIE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared _____ as

of VILLA DEL SOL, INC., a corporation organized under the laws of the State of Florida, to me known to be the person described in and who executed the foregoing Consent to Assignment and he acknowledged before me that he executed the same as such corporate officer and affixed thereto the seal of said corporation and that said instrument is the act and deed of said corporation.

WITNESS my hand and official seal in the County and State aforesaid this _____ day of _____, 19 _____

My Commission Expires:

Notary Public

PARCEL 1

Start at the Point of Intersection of the South line of Section 12, Township 37 South, Range 41 East, and the easterly right of way of State Road A-1-A in St. Lucie County, Florida; thence run N 73°14'48" E a distance of 73.06 feet for the Point of Beginning; thence run N 23°49'31" W a distance of 7.83 feet; thence run S 66°10'29" W a distance of 7.67 feet; thence run N 66°10'29" E a distance of 10.00 feet; thence run S 23°49'31" W a distance of 24.17 feet; thence run N 23°49'31" W a distance of 22.00 feet; thence run N 66°10'29" E a distance of 10.00 feet; thence run N 23°49'31" W a distance of 7.83 feet; thence run N 66°10'29" E a distance of 7.67 feet; thence run N 23°49'31" W a distance of 15.67 feet; thence run N 23°49'31" W a distance of 7.83 feet; thence run N 63°10'29" E a distance of N 66°10'29" E a distance of 22.00 feet; thence run S 23°49'31" E a distance of 7.67 feet; thence run N 66°10'29" E a distance of 15.67 feet; thence run N 66°10'29" E a distance of 7.83 feet; thence run N 66°10'29" E a distance of 24.17 feet; thence run N 66°10'29" E a distance of 7.67 feet; thence run N 66°10'29" E a distance of 10.00 feet; thence run N 66°10'29" E a distance of 22.00 feet; thence run N 66°10'29" E a distance of 24.17 feet; thence run N 66°10'29" E a distance of 10.00 feet; thence run S 23°49'31" E a distance of 7.67 feet; thence run S 66°10'29" W a distance of 7.67 feet; thence run S 66°10'29" W a distance of 15.67 feet; thence run N 23°49'31" W a distance of 7.83 feet; thence run S 66°10'29" W a distance of 15.67 feet; thence run N 23°49'31" W a distance of 7.67 feet; thence run N 23°49'31" W a distance of 15.67 feet to the Point of Beginning.

PARCEL 2:

Start at the Point of Intersection of the south line of Section 12, Township 37 South, Range 41 East, and the easterly right of way of State Road A-1-A in St. Lucie County, Florida; thence run N 06°02'34" W a distance of 135.55 feet for the Point of Beginning; thence run N 31°10'29" E a distance of 7.83 feet; thence run N 58°49'31" W a distance of 7.67 feet; thence run N 31°10'29" E a distance of 24.17 feet; thence run N 58°49'31" W a distance of 24.17 feet; thence run S 58°49'31" E a distance of 7.67 feet; thence run N 31°10'29" E a distance of 22.00 feet; thence run S 31°10'29" W a distance of 15.67 feet; thence run N 31°10'29" E a distance of 15.67 feet; thence run S 31°10'29" W a distance of 7.67 feet; thence run S 31°10'29" W a distance of 24.17 feet; thence run S 31°10'29" W a distance of 22.00 feet; thence run S 31°10'29" W a distance of 7.67 feet; thence run S 31°10'29" W a distance of 7.83 feet; thence run S 31°10'29" W a distance of 15.67 feet; thence run S 31°10'29" W a distance of 24.17 feet; thence run S 31°10'29" W a distance of 22.00 feet; thence run S 31°10'29" W a distance of 7.67 feet; thence run S 31°10'29" W a distance of 7.83 feet; thence run S 31°10'29" W a distance of 15.67 feet; thence run S 31°10'29" W a distance of 24.17 feet; thence run S 31°10'29" W a distance of 22.00 feet; thence run S 31°10'29" W a distance of 7.67 feet; thence run S 31°10'29" W a distance of 7.83 feet; thence run S 31°10'29" W a distance of 15.67 feet; thence run S 31°10'29" W a distance of 24.17 feet; thence run S 31°10'29" W a distance of 22.00 feet; thence run S 31°10'29" W a distance of 7.67 feet; thence run S 31°10'29" W a distance of 7.83 feet; thence run S 31°10'29" W a distance of 15.67 feet; thence run S 31°10'29" W a distance of 24.17 feet to the Point of Beginning.

Exhibit A

PARCEL 3

Start at the Point of Intersection of the south line of Section 12, Township 37 South, Range 41 East and the easterly right of way of State Road A-1-A in St. Lucie County, Florida; thence run N 21°41'57" E a distance of 223.65 feet for the Point of Beginning; thence run N 83°40'39" E a distance of 7.83 feet; thence run N 06°19'31" W a distance of 7.67 feet; thence run N 83°40'29" E a distance of 24.17 feet; thence run N 06°19'31" W a distance of 10.00 feet; thence run N 83°40'29" E a distance of 22.00 feet; thence run S 06°19'31" E a distance of 24.17 feet; thence run N 83°40'29" E a distance of 10.00 feet; thence run S 06°19'31" E a distance of 7.67 feet; thence run N 83°40'29" E a distance of 15.67 feet; thence run N 83°40'29" E a distance of 7.67 feet; thence run S 06°19'31" E a distance of 22.00 feet; thence run S 83°40'29" W a distance of 7.67 feet; thence run S 06°19'31" E a distance of 7.83 feet; thence run S 06°19'31" E a distance of 15.67 feet; thence run S 83°40'29" W a distance of 7.67 feet; thence run S 83°40'29" W a distance of 24.17 feet; thence run S 06°19'31" E a distance of 10.00 feet; thence run N 06°19'31" W a distance of 7.67 feet; thence run N 06°19'31" W a distance of 15.67 feet; thence run N 83°40'29" W a distance of 7.83 feet; thence run N 06°19'31" W a distance of 22.00 feet; thence run N 83°40'29" W a distance of 7.67 feet; thence run N 06°19'31" W a distance of 15.67 feet; thence run N 83°40'29" W a distance of 7.67 feet; thence run N 06°19'31" W a distance of 22.00 feet; thence run N 83°40'29" W a distance of 7.67 feet; thence run N 06°19'31" W a distance of 15.67 feet to the Point of Beginning.

PARCEL 4:

Start at the Point of Intersection of the south line of Section 12, Township 37 South, Range 41 East, and the easterly right of way of Skate Road A-1-A in St. Lucie County, Florida; thence run N 60°59'59" E a distance of 243.23 feet for the Point of Beginning; thence run W 15°34'31" W a distance of 7.83 feet; thence run S 74°25'29" W a distance of 7.67 feet; thence run N 15°34'31" W a distance of 24.17 feet; thence run S 74°25'29" W a distance of 10.00 feet; thence run N 15°34'31" W a distance of 22.00 feet; thence run N 74°25'29" E a distance of 10.00 feet; thence run N 15°34'31" W a distance of 7.83 feet; thence run N 74°25'29" E a distance of 7.67 feet; thence run N 15°34'31" W a distance of 15.67 feet; thence run N 74°25'29" E a distance of 7.67 feet; thence run N 74°25'29" E a distance of 15.67 feet; thence run S 15°34'31" E a distance of 7.67 feet; thence run N 74°25'29" E a distance of 7.83 feet; thence run N 15°34'31" W a distance of 24.17 feet; thence run S 15°34'31" E a distance of 7.67 feet; thence run N 74°25'29" E a distance of 7.83 feet; thence run N 15°34'31" W a distance of 22.00 feet; thence run S 15°34'31" E a distance of 7.67 feet; thence run N 74°25'29" E a distance of 7.67 feet; thence run S 15°34'31" E a distance of 15.67 feet; thence run S 15°34'31" E a distance of 7.83 feet; thence run S 74°25'29" W a distance of 7.67 feet; thence run S 74°25'29" W a distance of 22.00 feet; thence run N 15°34'31" W a distance of 7.67 feet; thence run S 74°25'29" W a distance of 15.67 feet to the Point of Beginning.

PARCEL 5:

Start at the Point of Intersection of the south line of Section 12, Township 37 South, Range 41 East; and the easterly right of way of State Road A-1-A in St. Lucie County, Florida; thence run N 84°35'32" E a distance of 229.88 feet for the Point of Beginning; thence run N 00°19'31" W a distance of 7.83 feet; thence run S 89°40'29" W a distance of 7.67 feet; thence run N 00°19'31" W a distance of 24.17 feet; thence run S 89°40'29" W a distance of 10.00 feet; thence run N 00°19'31" W a distance of 22.00 feet; thence run N 89°40'29" E a distance of 10.00 feet; thence run N 00°19'31" W a distance of 24.17 feet; thence run N 89°40'29" E a distance of 7.83 feet; thence run N 00°19'31" W a distance of 15.67 feet; thence run N 89°40'29" E a distance of 7.67 feet; thence run N 00°19'31" W a distance of 7.83 feet; thence run S 00°19'31" E a distance of 7.67 feet; thence run N 89°40'29" E a distance of 15.67 feet; thence run S 00°19'31" E a distance of 7.83 feet; thence run N 89°40'29" E a distance of 7.67 feet; thence run S 00°19'31" E a distance of 10.00 feet; thence run S 00°19'31" E a distance of 22.00 feet; thence run S 89°40'29" W a distance of 10.00 feet; thence run S 00°19'31" E a distance of 24.17 feet; thence run S 89°40'29" W a distance of 7.67 feet; thence run S 00°19'31" E a distance of 7.83 feet; thence run S 89°40'29" W a distance of 15.67 feet; thence run S 00°19'31" E a distance of 7.67 feet; thence run S 89°40'29" W a distance of 22.00 feet; thence run N 00°19'31" W a distance of 7.67 feet; thence run S 89°40'29" W a distance of 15.67 feet to the Point of Beginning.

FILED AND RECORDED
ST. LUCIE COUNTY, FLA.
RECORD VERIFIED
R. Leach
70. JAN. 23 PM 3:46
188796
ROGER FOITRAS
CLERK CIRCUIT COURT